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**BEIJING TONG REN TANG CHINESE MEDICINE COMPANY LIMITED**

**北京同仁堂國藥有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 8138)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Beijing Tong Ren Tang Chinese Medicine Company Limited (the “**Company**”) will be held at 2:00 p.m. on Friday, 1 December 2017 at Room 1405–1409, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

**As Ordinary Resolutions**

1. “**THAT**, the exclusive distributorship framework agreement entered into by the Company with Tong Ren Tang Technologies Co. Ltd. on 8 November 2017 (the “**TRT Tech Exclusive Distributorship Framework Agreement**”), and the new annual caps for the three years ending 31 December 2020 for the continuing connected transactions of the Company contemplated under the TRT Tech Exclusive Distributorship Framework Agreement are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the terms of the TRT Tech Exclusive Distributorship Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”
2. “**THAT**, the exclusive distributorship framework agreement entered into by the Company with Beijing Tong Ren Tang Company Limited on 8 November 2017 (the “**TRT Ltd. Exclusive Distributorship Framework Agreement**”), and the new annual caps for the three years ending 31 December 2020 for the continuing connected transactions of the Company contemplated under the TRT Ltd. Exclusive Distributorship Framework Agreement are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or

desirable for the purpose of giving effect to the terms of the TRT Ltd. Exclusive Distributorship Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”

By order of the board of directors  
**Beijing Tong Ren Tang Chinese Medicine Company Limited**  
**Mei Qun**  
*Chairman*

Hong Kong, 15 November 2017

*As at the date of this notice, the Board comprises the non-executive director, namely Mr. Mei Qun; the executive directors, namely Ms. Ding Yong Ling, Mr. Zhang Huan Ping and Ms. Lin Man; and the independent non-executive directors, namely Mr. Tsang Yok Sing, Jasper, Mr. Zhao Zhong Zhen and Mr. Chan Ngai Chi.*

*This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the “Latest Company Announcement” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website at [www.tongrentangcm.com](http://www.tongrentangcm.com).*

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 28 November 2017 to Friday, 1 December 2017, both days inclusive, during which period no transfer of shares of the Company (“Shares”) will be registered. In order to be entitled to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 27 November 2017.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member of the Company shall not appoint more than one proxy to attend on the same occasion, except where the member of the Company is a clearing house (or its nominee(s)).
3. A form of proxy for the meeting is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at Computershare Hong Kong Investor Services Limited, the share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting.